

**HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP**

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

November 19, 1998

Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RECORDATION NO. 18905-CC FILED  
DEC 3 '98 12-29 PM

RECEIVED  
SURFACE TRANSPORTATION BOARD  
DEC 3 12 29 PM '98

Dear Mr. Williams:

On behalf of Helm-Atlantic Associates Limited Partnership, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Three (3) fully executed originals of the **Partial Termination of Security Agreement** dated as of November 12, 1998 ("**Partial Termination**") by NationsBank of Virginia, N.A., a national banking association, for the benefit of Helm-Atlantic Associates Limited Partnership.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Helm: Helm-Atlantic Associates Limited Partnership  
c/o Helm Atlantic Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Agent: NationsBank, N.A.  
1111 East Main Street  
4th Floor Pavilion  
Richmond, VA 23277

Equipment: Five (5) locomotives as more fully described  
in Exhibit A to the memorandum.

Previous STB Filing: Security Agreement filed under Recordation  
No. 18905.

Please file this Partial Termination as a supplementary document and return two (2) stamped originals to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,

*Alison Drain*  
Alison Drain  
Document Administrator

/ad  
Enclosures (3)

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Alison Drain  
Helm Financial Corporation  
Helm- Atlantic Associates Limited Partnership  
One Embarcadero Center, Ste. 3500  
San Francisco, CA., 94111

Date: 12/3/98

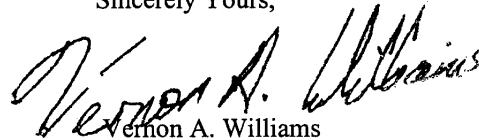
Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/3/98 at 12:29 PM , and

assigned recordation number(s). 21826, 21827, 21828 and 18905- CC ✓

Sincerely Yours,

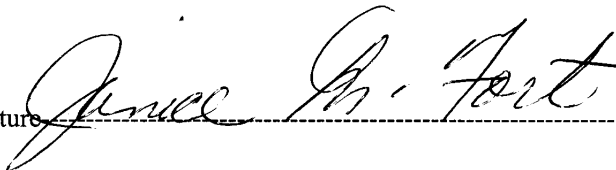
  
Vernon A. Williams

Enclosure(s) (4)

104.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature \_\_\_\_\_



RECORDATION NO. 18905-CC  
FILED

DEC 3 '98

12-29 PM

PARTIAL TERMINATION OF  
SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is dated as of November 12, 1998, by NATIONSBANK, N.A., a national banking association, as agent ("NationsBank"), for the benefit of HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Helm-Atlantic Associates").

1. **Recitals.** Helm-Atlantic Associates owns the five (5) locomotives bearing the Association of American Railroad reporting marks and numbers as listed on Exhibit A attached hereto (the "Unit(s)"). Helm-Atlantic Associates has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to NationsBank upon the terms and conditions provided in that certain Security Agreement dated as of July 20, 1994 between Helm-Atlantic Associates and NationsBank (the "Security Agreement") and filed at the Surface Transportation Board of the Department of Transportation ("STB"), formerly known as the Interstate Commerce Commission, under Recordation No. 18905.

Helm-Atlantic Associates intends to sell the Units to a third party and desires that such sale shall be free and clear of any lien or security interest of NationsBank. Pursuant to the terms granted under the Security Agreement, Helm-Atlantic Associates requests NationsBank's consent to such sale of the Units and request NationsBank to terminate its security interest in the Units.

2. **Termination of Security Interest.** NationsBank hereby consents to the sale of the Units by Helm-Atlantic Associates and NationsBank hereby terminates any and all security interests in the Units granted to it under the Security Agreement which security interest in the Units shall be forever terminated upon the filing of this Partial Termination with the STB, at which time all of NationsBank's right, title and interest in and to the Units shall be null and void.

This Partial Termination shall have no effect on NationsBank's security interest in and lien on any other collateral other than the Units and said security interest in and lien on such other collateral is hereby reaffirmed.

IN WITNESS WHEREOF, pursuant to due authority, NationsBank has executed this Partial Termination of Security Agreement as of the date first above written.

NATIONSBANK, N.A., as Agent

By: R. Peter Dales

Print Name: R. Peter Dales

Its: Vice President

ILLINOIS  
STATE OF ~~VIRGINIA~~ )  
 ) S.S.  
COUNTY OF COOK )

On this 3<sup>rd</sup> day of NOVEMBER 1998, before me, R. PETER DALES,  
personally appeared VICE PRESIDENT, of NATIONSBANK, N.A.,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and acknowledged  
to me that he/she/they executed the same in his/her/their authorized  
capacity(ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted,  
executed the instrument.

Witness my hand and official seal.

Marilyn Elizalde  
SIGNATURE OF THE NOTARY

[Notarial Seal]



TO THE PARTIAL TERMINATION OF SECURITY AGREEMENT DATED AS OF SEPT. 12, 1998

Five (5), EMD Model GP35, 2500 horsepower, four-axle, diesel-electric locomotives.

CP 5005  
CP 5006  
CP 5010  
CP 5011  
CP 5013